

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re:

Chapter 11

AC I INV MANAHAWKIN LLC,

Case No. 14-22791 (RDD)

Debtor.

-----X

In re:

Chapter 11

AC I MANAHAWKIN MEZZ LLC,

Case No. 14-22792 (RDD)

Debtor.

-----X

In re:

Chapter 11

AC I MANAHAWKIN LLC,

Case No. 14-22793 (RDD)

Debtor.

-----X

**ORDER DIRECTING JOINT ADMINISTRATION
OF CHAPTER 11 CASES AND RELATED RELIEF**

Upon the motion, dated June 6, 2014 (the “Motion”), of AC I Inv Manahawkin LLC (“Inv”), AC I Manahawkin Mezz LLC (“Mezz”) and AC I Manahawkin LLC (“LLC”, and defined together with Inv and Mezz, the “Debtors”), the debtors and debtors in possession herein, seeking entry of an order administratively consolidating their respective chapter 11 cases

for procedural purposes only and providing for their joint administration; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and there being due and sufficient notice of the Motion; and there being no objections to the requested relief; and upon the record of the hearing held by the Court on the Motion on June 30, 2014; and the Debtors having shown sufficient cause for the requested relief, and the Court having determined that granting the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth below.
2. The above-captioned Chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 14-22791 (RDD).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Debtors' Chapter 11 cases or affecting consideration of the Kleins' motion to dismiss these cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

Chapter 11

In re:

**AC I INV MANAHAWKIN LLC,
AC I MANAHAWKIN MEZZ LLC, and
AC I MANAHAWKIN LLC,**

Case No.: 14-22791 through
14-22793 (RDD)

(Jointly Administered)

Debtors.

-----X

5. All original pleadings shall be captioned as indicated in the preceding paragraph and all original docket entries shall be made in the case of AC I Inv Manahawkin, Case No. 14-22791 (RDD).

6. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case, directing the joint administration of this case with the case of AC I Inv Manahawkin LLC, Case No. 14-22791 (RDD).

7. **Notwithstanding anything to the contrary contained herein, proofs of claim against each particular Debtor shall bear the case name and case number of the relevant Debtor and shall be filed and docketed in the individual case of the relevant Debtor.**

8. The Debtors are authorized to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis, in a format reasonably acceptable to the Office of the United States Trustee, provided that separate allocations of disbursements will be made for each debtor.

9. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

DATED: White Plains, New York
June 30, 2014

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE